

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION**

In re: CARDEN WEST SCHOOL, A CORPORATION

§ Case No. 11-71752

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Debtor(s)

TRUSTEE'S FINAL REPORT (TFR)

The undersigned trustee hereby makes this Final Report and states as follows:

1. A petition under Chapter 11 of the United States Bankruptcy Code was filed on November 03, 2011. The case was converted to one under Chapter 7 on July 20, 2012. The undersigned trustee was appointed on July 20, 2012.

2. The trustee faithfully and properly fulfilled the duties enumerated in 11 U.S.C. §704.

3. All scheduled and known assets of the estate have been reduced to cash, released to the debtor as exempt property pursuant to 11 U.S.C. § 522, or have been or will be abandoned pursuant to 11 U.S.C. § 554. An individual estate property record and report showing the disposition of all property of the estate is attached as **Exhibit A**.

4. The trustee realized the gross receipts of \$ 30,146.76

Funds were disbursed in the following amounts:

Payments made under an interim distribution	<u>12,512.82</u>
Administrative expenses	<u>40.04</u>
Bank service fees	<u>400.17</u>
Other payments to creditors	<u>0.00</u>
Non-estate funds paid to 3rd Parties	<u>0.00</u>
Exemptions paid to the debtor	<u>0.00</u>
Other payments to the debtor	<u>0.00</u>
Leaving a balance on hand of ¹	\$ <u>17,193.73</u>

The remaining funds are available for distribution.

5. Attached as **Exhibit B** is a cash receipts and disbursements record for each estate bank account.

¹ The balance of funds on hand in the estate may continue to earn interest until disbursed. The interest earned prior to disbursement will be distributed pro rata to creditors within each priority category. The trustee may receive additional compensation not to exceed the maximum compensation set forth under 11 U.S.C. § 326(a) on account of the disbursement of the additional interest.

6. The deadline for filing non-governmental claims in this case was / / and the deadline for filing governmental claims was 05/01/2012. All claims of each class which will receive a distribution have been examined and any objections to the allowance of claims have been resolved. If applicable, a claims analysis, explaining why payment on any claim is not being made, is attached as **Exhibit C**.

7. The Trustee's proposed distribution is attached as **Exhibit D**.

8. Pursuant to 11 U.S.C. § 326(a), the maximum compensation allowable to the trustee is \$3,764.68. To the extent that additional interest is earned before case closing, the maximum compensation may increase.

The trustee has received \$0.00 as interim compensation and now requests the sum of \$3,764.68, for a total compensation of \$3,764.68.²In addition, the trustee received reimbursement for reasonable and necessary expenses in the amount of \$0.00 and now requests reimbursement for expenses of \$31.38, for total expenses of \$31.38.²

Pursuant to Fed R Bank P 5009, I hereby certify, under penalty of perjury, that the foregoing report is true and correct.

Date: 06/11/2013 By: /s/Paul J Mansdorf
Trustee

STATEMENT: This Uniform Form is associated with an open bankruptcy case, therefore, Paperwork Reduction Act exemption 5 C.F.R. § 1320.4(a)(2) applies.

²If the estate is administratively insolvent, the dollar amounts reflected in this paragraph may be higher than the amounts listed in the Trustee's Proposed Distribution (Exhibit D)

Form 1

Individual Estate Property Record and Report

Asset Cases

Case Number: 11-71752

Trustee: (007400) Paul J Mansdorf

Case Name: CARDEN WEST SCHOOL, A CORPORATION

Filed (f) or Converted (c): 07/20/12 (c)

§341(a) Meeting Date: 08/15/12

Period Ending: 06/11/13

Claims Bar Date:

1 Asset Description (Scheduled And Unscheduled (u) Property) Ref. #	2 Petition/ Unscheduled Values	3 Estimated Net Value (Value Determined By Trustee, Less Liens, Exemptions, and Other Costs)	4 Property <u>Abandoned</u> OA=\$554(a)	5 Sale/Funds Received by the Estate	6 Asset Fully Administered (FA)/ Gross Value of Remaining Assets
1 Proceeds from DIP accounts (u)	0.00	0.00		15,835.13	FA
2 UNAPPLIED ATTORNEY RETAINER (u) Funds on hand in attorney trust account upon conversion	Unknown	10,000.00		10,000.00	FA
3 FUNDRAISER PROCEEDS (u)	Unknown	257.29		740.44	FA
4 UNANTICIPATED REFUND (u)	3,571.19	3,571.19		3,571.19	FA
4 Assets Totals (Excluding unknown values)	\$3,571.19	\$13,828.48		\$30,146.76	\$0.00

Major Activities Affecting Case Closing:

Initial Projected Date Of Final Report (TFR): June 30, 2013

Current Projected Date Of Final Report (TFR): June 11, 2013 (Actual)

Form 2

Cash Receipts And Disbursements Record

Case Number: 11-71752

Case Name: CARDEN WEST SCHOOL, A CORPORATION

Taxpayer ID #: **-***7183

Period Ending: 06/11/13

Trustee: Paul J Mansdorf (007400)

Bank Name: The Bank of New York Mellon

Account: 9200-*****03-66 - Checking Account

Blanket Bond: \$5,000,000.00 (per case limit)

Separate Bond: N/A

1 Trans. Date	2 {Ref #} / Check #	3 Paid To / Received From	4 Description of Transaction	T-Code	5 Receipts \$	6 Disbursements \$	7 Checking Account Balance
07/31/12	{1}	Wells Fargo Bank	Proceeds from banking	1290-010	197.69		197.69
07/31/12	{1}	Wells Fargo Bank	Proceeds from banking	1290-010	270.17		467.86
07/31/12	{1}	Wells Fargo Bank	Proceeds from banking	1290-010	694.57		1,162.43
07/31/12	{1}	Wells Fargo Bank	Proceeds from banking	1290-010	858.53		2,020.96
07/31/12	{1}	Wells Fargo Bank	Proceeds from banking	1290-010	1,301.35		3,322.31
08/02/12	{2}	Mufthiha Sabarantnam Esq Inc	Unapplied retainer in trust	1229-000	10,000.00		13,322.31
08/02/12	{1}	Bank of the West	Proceeds from banking	1290-010	12,512.82		25,835.13
08/14/12	{3}	US Bank	Fundraiser proceeds	1229-000	257.29		26,092.42
08/31/12		The Bank of New York Mellon	Bank and Technology Services Fee	2600-000		49.91	26,042.51
09/07/12	{3}	Target	Fundraiser	1229-000	144.48		26,186.99
09/28/12		The Bank of New York Mellon	Bank and Technology Services Fee	2600-000		49.98	26,137.01
10/31/12		The Bank of New York Mellon	Bank and Technology Services Fee	2600-000		58.91	26,078.10
11/30/12		The Bank of New York Mellon	Bank and Technology Services Fee	2600-000		53.43	26,024.67
12/20/12		RABOBANK MIGRATION TRANSFER OUT	TRANSFER TO 0001000740088 20121220	9999-000		26,024.67	0.00

ACCOUNT TOTALS	26,236.90	26,236.90	\$0.00
Less: Bank Transfers	0.00	26,024.67	
Subtotal	26,236.90	212.23	
Less: Payments to Debtors		0.00	
NET Receipts / Disbursements	\$26,236.90	\$212.23	

Form 2

Cash Receipts And Disbursements Record

Case Number: 11-71752

Case Name: CARDEN WEST SCHOOL, A CORPORATION

Taxpayer ID #: **-***7183

Period Ending: 06/11/13

Trustee: Paul J Mansdorf (007400)

Bank Name: Rabobank, N.A.

Account: ****374466 - Checking Account

Blanket Bond: \$5,000,000.00 (per case limit)

Separate Bond: N/A

1 Trans. Date	2 {Ref #} / Check #	3 Paid To / Received From	4 Description of Transaction	T-Code	5 Receipts \$	6 Disbursements \$	7 Checking Account Balance
12/21/12		RABOBANK MIGRATION TRANSFER IN	RABOBANK MIGRATION	9999-000	26,024.67		26,024.67
12/31/12		Rabobank, N.A.	Bank and Technology Services Fee	2600-000		34.84	25,989.83
01/11/13	{3}	US Bank	Final banking proceeds - Scrip fundraiser	1229-000	338.67		26,328.50
01/11/13	10101	International Sureties, LTD	BOND PREMIUM PAYMENT ON LEDGER BALANCE AS OF 01/11/2013 FOR CASE #11-71752, Bond #016048574	2300-000		30.04	26,298.46
01/31/13		Rabobank, N.A.	Bank and Technology Services Fee	2600-000		41.36	26,257.10
02/28/13		Rabobank, N.A.	Bank and Technology Services Fee	2600-000		35.24	26,221.86
03/14/13	10102	Valley Community Bank	Per Order Doc. 139	4210-000		12,512.82	13,709.04
03/29/13		Rabobank, N.A.	Bank and Technology Services Fee	2600-000		30.45	13,678.59
04/18/13	10103	Franchise Tax Board	2012 Form 199 - 95-2317183	2820-000		10.00	13,668.59
04/30/13		Rabobank, N.A.	Bank and Technology Services Fee	2600-000		20.98	13,647.61
05/02/13	{4}	Renaissance Learning, Inc.	Unanticipated refund check	1229-000	3,571.19		17,218.80
05/31/13		Rabobank, N.A.	Bank and Technology Services Fee	2600-000		25.07	17,193.73

ACCOUNT TOTALS	29,934.53	12,740.80	\$17,193.73
Less: Bank Transfers	26,024.67	0.00	
Subtotal	3,909.86	12,740.80	
Less: Payments to Debtors		0.00	
NET Receipts / Disbursements	\$3,909.86	\$12,740.80	

Net Receipts : 30,146.76

Net Estate : \$30,146.76

TOTAL - ALL ACCOUNTS	Net Receipts	Net Disbursements	Account Balances
Checking # 9200-*****03-66	26,236.90	212.23	0.00
Checking # ****374466	3,909.86	12,740.80	17,193.73
	\$30,146.76	\$12,953.03	\$17,193.73

Exhibit C - Claims Register**Case: 11-71752 CARDEN WEST SCHOOL, A CORPORATION**

Claims Bar Date:

Claim Number	Claimant Name / <Category>, Priority	Claim Type/ Date Filed	Claim Ref./ Notes	Amount Filed/ Allowed	Paid to Date	Claim Balance
	The Bank of New York Mellon	Admin Ch. 7		\$212.23	\$212.23	\$0.00
		07/20/12		\$212.23		
	<2600-00 Bank and Technology Services Fees>, 200					
	Rabobank, N.A.	Admin Ch. 7		\$187.94	\$187.94	\$0.00
		07/20/12		\$187.94		
	<2600-00 Bank and Technology Services Fees>, 200					
	Franchise Tax Board	Admin Ch. 7		\$10.00	\$10.00	\$0.00
	PO Box 942857	07/20/12		\$10.00		
	Sacramento, CA 94257-0531					
	<2820-00 Other State or Local Taxes (post-petition, incl. post-petition real est. taxes)>, 200					
	Paul J Mansdorf	Admin Ch. 7		\$3,764.68	\$0.00	\$3,764.68
	1563 Solano Ave.	07/20/12		\$3,764.68		
	#703					
	Berkeley, CA 94707					
	<2100-00 Trustee Compensation>, 200					
	Paul J Mansdorf	Admin Ch. 7		\$31.38	\$0.00	\$31.38
	1563 Solano Ave.	07/20/12		\$31.38		
	#703					
	Berkeley, CA 94707					
	<2200-00 Trustee Expenses>, 200					
	Pinnacle Law Group, LLP	Admin Ch. 7		\$4,432.50	\$0.00	\$4,432.50
	425 California St.	07/20/12		\$4,432.50		
	Suite 1800		Voluntarily subordinated			
	San Francisco, CA 94104					
	<3210-00 Attorney for Trustee Fees (Other Firm)>, 201					
	Pinnacle Law Group, LLP	Admin Ch. 7		\$186.22	\$0.00	\$186.22
	425 California St.	07/20/12		\$186.22		
	Suite 1800					
	San Francisco, CA 94104					
	<3220-00 Attorney for Trustee Expenses (Other Firm)>, 200					
1	COVERALL	Unsecured		\$5,825.00	\$0.00	\$5,825.00
	6430 VIA REAL #5	11/14/11		\$5,825.00		
	Carpinteria, CA 93013					
	<7100-00 General Unsecured § 726(a)(2)>, 610					
2	Staples, Inc.	Unsecured		\$10,044.99	\$0.00	\$10,044.99
	Attn: Daneen Kastanek	11/14/11		\$10,044.99		
	1 Environmental Way					
	Broomfield, CO 80021					
	<7100-00 General Unsecured § 726(a)(2)>, 610					

Exhibit C - Claims Register**Case: 11-71752 CARDEN WEST SCHOOL, A CORPORATION**

Claims Bar Date:

Claim Number	Claimant Name / <Category>, Priority	Claim Type/ Date Filed	Claim Ref./ Notes	Amount Filed/ Allowed	Paid to Date	Claim Balance
3	Valley Community Bank 5000 Pleasanton Avenue Suite 210 Pleasanton, CA 94566 <4210-00 Pers. Prop. & Intangibles--Consensual Liens (UCC, chattel, PMSI)>, 100	Secured 11/22/11	Amended by 26	\$1,607,246.09 \$0.00	\$0.00	\$0.00
4	State Board of Equalization Special Operations Branch, MIC: 55 PO Box 942879 Sacramento, CA 94279-0055 <5800-00 Claims of Governmental Units>, 570	Priority 11/29/11		\$283.00 \$283.00	\$0.00	\$283.00
5	Pitney Bowes Inc 4901 Belfort Rd, Ste 120 Jacksonville, FL 32256 <7100-00 General Unsecured § 726(a)(2)>, 610	Unsecured 11/30/11		\$2,294.85 \$2,294.85	\$0.00	\$2,294.85
6P	Internal Revenue Service Insolvency Group 3 P.O. Box 21126, Stop N781 Philadelphia, PA 19114 <5800-00 Claims of Governmental Units>, 570	Priority 11/30/11		\$1,216.15 \$1,216.15	\$0.00	\$1,216.15
6U	Internal Revenue Service Insolvency Group 3 P.O. Box 21126, Stop N781 Philadelphia, PA 19114 <7100-00 General Unsecured § 726(a)(2)>, 610	Unsecured 11/30/11		\$2,525.00 \$2,525.00	\$0.00	\$2,525.00
7	HR IDEAS 2680 BISHOP DRIVE #126 San Ramon, CA 94583 <7100-00 General Unsecured § 726(a)(2)>, 610	Unsecured 12/05/11		\$7,313.50 \$7,313.50	\$0.00	\$7,313.50
8	Pitney Bowes Global Financial Services 27 Waterview Drive Shelton, CT 06484 <7100-00 General Unsecured § 726(a)(2)>, 610	Unsecured 12/16/11		\$1,157.49 \$1,157.49	\$0.00	\$1,157.49
9	City of Pleasanton P.O. Box 520 Pleasanton, CA 94566 <7100-00 General Unsecured § 726(a)(2)>, 610	Unsecured 01/05/12		\$1,409.48 \$1,409.48	\$0.00	\$1,409.48
10	CLEARY BROS PO BOX 3577 Danville, CA 94526 <7100-00 General Unsecured § 726(a)(2)>, 610	Unsecured 02/02/12		\$68,408.95 \$68,408.95	\$0.00	\$68,408.95

Exhibit C - Claims Register**Case: 11-71752 CARDEN WEST SCHOOL, A CORPORATION**

Claims Bar Date:

Claim Number	Claimant Name / <Category>, Priority	Claim Type/ Date Filed	Claim Ref./ Notes	Amount Filed/ Allowed	Paid to Date	Claim Balance
11	The McGraw-Hill Companies 148 Princeton Hightstown Rd N-2 Hightstown, NJ 08520 <7100-00 General Unsecured § 726(a)(2)>, 610	Unsecured 02/21/12		\$4,571.67 \$4,571.67	\$0.00	\$4,571.67
12A	4576 Willow Rd. Company LLC and The Admin Ch. 11 Larob Company,	02/28/12	Split claim	\$149,410.11 \$149,410.11	\$0.00	\$149,410.11
	<6920-00 Admin. Rent (post-petition storage fees, leases, etc.) (Chapter 11)>, 300					
12U	4576 Willow Rd. Company LLC and The Larob Company,	Unsecured 02/28/12		\$104,287.93 \$104,287.93	\$0.00	\$104,287.93
	<7100-00 General Unsecured § 726(a)(2)>, 610					
13	ADT Security Services Inc 14200 E Exposition Ave Aurora, CA 80012 <7100-00 General Unsecured § 726(a)(2)>, 610	Unsecured 02/27/12		\$2,464.89 \$2,464.89	\$0.00	\$2,464.89
14	% AT&T Services Inc. James Grudus, Esq. One AT&T Way, Room 3A218 Bedminster, NJ 07921 <7100-00 General Unsecured § 726(a)(2)>, 610	Unsecured 03/05/12	Withdrawn	\$611.93 \$0.00	\$0.00	\$0.00
15 -2	MTB Investments, LLC PO BOX 591366 Houston, TX 77259 <7100-00 General Unsecured § 726(a)(2)>, 610	Unsecured 03/02/12	(Orig creditor US Bank - note sold)	\$49,502.34 \$49,502.34	\$0.00	\$49,502.34
16	Shelly Graham-Smith 1701 Holly Common Livermore, CA 94550 <7100-00 General Unsecured § 726(a)(2)>, 610	Unsecured 03/09/12		\$1,195.00 \$1,195.00	\$0.00	\$1,195.00
17	Elizabeth Marie Marun 3815 Westgate Ave Redding, CA 96001 <5300-00 Wages>, 510	Priority 06/13/12	Objection not filed due to admin insolvency	\$11,725.00 \$11,725.00	\$0.00	\$11,725.00
18	Office of the U.S. Trustee (ADMINISTRATIVE) 1301 Clay Street, Suite 690N Oakland, CA 94612 <2950-00 U.S. Trustee Quarterly Fees>, 200	Admin Ch. 7 10/10/12		\$11,710.95 \$11,710.95	\$0.00	\$11,710.95

Exhibit C - Claims Register**Case: 11-71752 CARDEN WEST SCHOOL, A CORPORATION**

Claims Bar Date:

Claim Number	Claimant Name / <Category>, Priority	Claim Type/ Date Filed	Claim Ref./ Notes	Amount Filed/ Allowed	Paid to Date	Claim Balance
19	Mufthiha Sabaratnam (ADMINISTRATIVE) Counsel for Debtor 1300 Clay Street, Suite 600 Oakland, CA 95612 <6210-16 Attorney for D-I-P Fees (Chapter 11)>, 300	Admin Ch. 11 11/06/12		\$14,910.00 \$14,910.00	\$0.00	\$14,910.00
20	Eleanor Dase 29 Las Vegas Rd. Orinda, CA 94563 <6950-00 Other Operating Expenses (incl. ch 11 sales and payroll taxes paid during ch 7)>, 300	Admin Ch. 11 11/08/12		\$820.00 \$820.00	\$0.00	\$820.00
21	Shamrock Office Solution 6908 Sierra Court #A Dublin, CA 94568 <6950-00 Other Operating Expenses (incl. ch 11 sales and payroll taxes paid during ch 7)>, 300	Admin Ch. 11 11/27/12		\$4,429.00 \$4,429.00	\$0.00	\$4,429.00
22	Pacific Gas and Electric Company Patrick Hazen, Bankruptcy Representative P.O. Box 8329 Stockton, CA 95208 <6950-00 Other Operating Expenses (incl. ch 11 sales and payroll taxes paid during ch 7)>, 300	Admin Ch. 11 11/30/12		\$15,400.54 \$15,400.54	\$0.00	\$15,400.54
23	Pacific Gas and Electric Company Patrick Hazen, Bankruptcy Representative P.O. Box 8329 Stockton, CA 95208 <6950-00 Other Operating Expenses (incl. ch 11 sales and payroll taxes paid during ch 7)>, 300	Admin Ch. 11 11/30/12		\$1,204.25 \$1,204.25	\$0.00	\$1,204.25
24	Herff Jones, Inc. 4501 W 62nd St Attn: Chasity Abner Indianapolis, IN 46268 <6950-00 Other Operating Expenses (incl. ch 11 sales and payroll taxes paid during ch 7)>, 300	Admin Ch. 11 12/10/12		\$707.29 \$707.29	\$0.00	\$707.29
25	Valley Community Bank (ADMINISTRATIVE) 5000 Pleasanton Ave. Suite 210 Pleasanton, CA 94566 <6950-00 Other Operating Expenses (incl. ch 11 sales and payroll taxes paid during ch 7)>, 300	Admin Ch. 11 12/14/12		\$158,132.59 \$158,132.59	\$0.00	\$158,132.59
26S	Valley Community Bank 5000 Pleasanton Avenue Suite 210 Pleasanton, CA 94566	Secured 12/14/12	See Order Doc. 139 - Cash collateral portion paid on secured claim. Balance constitutes general unsecured claim	\$1,542,814.30 \$12,512.82	\$12,512.82	\$0.00

Exhibit C - Claims Register**Case: 11-71752 CARDEN WEST SCHOOL, A CORPORATION**

Claims Bar Date:

Claim Number	Claimant Name / <Category>, Priority	Claim Type/ Date Filed	Claim Ref./ Notes	Amount Filed/ Allowed	Paid to Date	Claim Balance
<4210-00 Pers. Prop. & Intangibles--Consensual Liens (UCC, chattel, PMSI)>, 100						
26U	Valley Community Bank	Unsecured		\$1,542,814.30	\$0.00	\$1,530,301.48
	5000 Pleasanton Avenue	12/14/12		\$1,530,301.48		
	Suite 210		See Order Doc. 139 - Cash collateral portion paid on secured claim.			
	Pleasanton, CA 94566		Balance constitutes general unsecured claim			
<7100-00 General Unsecured § 726(a)(2)>, 610						
27	Pleasanton Unified School District	Admin Ch. 11		\$24,000.00	\$0.00	\$24,000.00
	Tri-Valley Teacher Induction Program	12/31/12		\$24,000.00		
	4665 Bernal Ave					
	Pleasanton, CA 94566					
<6950-00 Other Operating Expenses (incl. ch 11 sales and payroll taxes paid during ch 7)>, 300						
BOND	International Sureties, LTD	Admin Ch. 7		\$30.04	\$30.04	\$0.00
	One Shell Square	07/20/12		\$30.04		
	701 Poydras St. #420					
	New Orleans, LA 70139					
<2300-00 Bond Payments>, 200						
Case Total:					\$12,953.03	\$2,193,666.23

TRUSTEE'S PROPOSED DISTRIBUTION

Exhibit D

Case No.: 11-71752

Case Name: CARDEN WEST SCHOOL, A CORPORATION

Trustee Name: Paul J Mansdorf

Balance on hand: \$ 17,193.73

Claims of secured creditors will be paid as follows:

Claim No.	Claimant	Claim Asserted	Allowed Amount of Claim	Interim Payments to Date	Proposed Payment
3	Valley Community Bank	1,607,246.09	0.00	0.00	0.00
26S	Valley Community Bank	1,542,814.30	12,512.82	12,512.82	0.00

Total to be paid to secured creditors: \$ 0.00Remaining balance: \$ 17,193.73

Applications for chapter 7 fees and administrative expenses have been filed as follows:

Reason/Applicant	Total Requested	Interim Payments to Date	Proposed Payment
Trustee, Fees - Paul J Mansdorf	3,764.68	0.00	3,764.68
Trustee, Expenses - Paul J Mansdorf	31.38	0.00	31.38
Attorney for Trustee, Fees - Pinnacle Law Group, LLP	4,432.50	0.00	1,500.50
Attorney for Trustee, Expenses - Pinnacle Law Group, LLP	186.22	0.00	186.22
Fees, United States Trustee	11,710.95	0.00	11,710.95
Other Fees: Rabobank, N.A.	187.94	187.94	0.00
Other Expenses: Franchise Tax Board	10.00	10.00	0.00
Other Fees: The Bank of New York Mellon	212.23	212.23	0.00
Other Expenses: International Sureties, LTD	30.04	30.04	0.00

Total to be paid for chapter 7 administration expenses: \$ 17,193.73Remaining balance: \$ 0.00

Applications for prior chapter fees and administrative expenses have been filed as follows:

Reason/Applicant	Total Requested	Interim Payments to Date	Proposed Payment
Attorney for D-I-P Fees - Mufthiha Sabaratnam (ADMINISTRATIVE)	14,910.00	0.00	0.00
Other Expenses: 4576 Willow Rd. Company LLC and The Larob Company,	149,410.11	0.00	0.00
Other Expenses: Eleanor Dase	820.00	0.00	0.00
Other Expenses: Herff Jones, Inc.	707.29	0.00	0.00

Other Expenses: Pacific Gas and Electric Company	16,604.79	0.00	0.00
Other Expenses: Pleasanton Unified School District	24,000.00	0.00	0.00
Other Expenses: Shamrock Office Solution	4,429.00	0.00	0.00
Other Expenses: Valley Community Bank (ADMINISTRATIVE)	158,132.59	0.00	0.00

Total to be paid for prior chapter administrative expenses: \$ 0.00

Remaining balance: \$ 0.00

In addition to the expenses of administration listed above as may be allowed by the Court, priority claims totaling \$13,224.15 must be paid in advance of any dividend to general (unsecured) creditors.

Allowed priority claims are:

Claim No	Claimant	Allowed Amount of Claim	Interim Payments to Date	Proposed Payment
4	State Board of Equalization	283.00	0.00	0.00
6P	Internal Revenue Service	1,216.15	0.00	0.00
17	Elizabeth Marie Marun	0.00	0.00	0.00

Total to be paid for priority claims: \$ 0.00

Remaining balance: \$ 0.00

The actual distribution to wage claimants included above, if any, will be the proposed payment less applicable withholding taxes (which will be remitted to the appropriate taxing authorities).

Timely claims of general (unsecured) creditors totaling \$ 1,791,302.57 have been allowed and will be paid *pro rata* only after all allowed administrative and priority claims have been paid in full. The timely allowed general (unsecured) dividend is anticipated to be 0.0 percent, plus interest (if applicable).

Timely allowed general (unsecured) claims are as follows:

Claim No	Claimant	Allowed Amount of Claim	Interim Payments to Date	Proposed Payment
1	COVERALL	5,825.00	0.00	0.00
2	Staples, Inc.	10,044.99	0.00	0.00
5	Pitney Bowes Inc	2,294.85	0.00	0.00
6U	Internal Revenue Service	2,525.00	0.00	0.00
7	HR IDEAS	7,313.50	0.00	0.00
8	Pitney Bowes Global Financial Services	1,157.49	0.00	0.00
9	City of Pleasanton	1,409.48	0.00	0.00
10	CLEARY BROS	68,408.95	0.00	0.00
11	The McGraw-Hill Companies	4,571.67	0.00	0.00
12U	4576 Willow Rd. Company LLC and The Larob Company,	104,287.93	0.00	0.00

13	ADT Security Services Inc	2,464.89	0.00	0.00
14	% AT&T Services Inc.	0.00	0.00	0.00
15 -2	MTB Investments, LLC	49,502.34	0.00	0.00
16	Shelly Graham-Smith	1,195.00	0.00	0.00
26U	Valley Community Bank	1,530,301.48	0.00	0.00

Total to be paid for timely general unsecured claims: \$ 0.00

Remaining balance: \$ 0.00

Tardily filed claims of general (unsecured) creditors totaling \$ 0.00 have been allowed and will be paid *pro rata* only after all allowed administrative, priority and timely filed general (unsecured) claims have been paid in full. The tardily filed claim dividend is anticipated to be 0.0 percent, plus interest (if applicable).

Tardily filed general (unsecured) claims are as follows:

Claim No	Claimant	Allowed Amount of Claim	Interim Payments to Date	Proposed Payment
None				

Total to be paid for tardy general unsecured claims: \$ 0.00

Remaining balance: \$ 0.00

Subordinated unsecured claims for fines, penalties, forfeitures, or damages and claims ordered subordinated by the Court totaling \$ 0.00 have been allowed and will be paid *pro rata* only after all allowed administrative, priority and general (unsecured) claims have been paid in full. The dividend for subordinated unsecured claims is anticipated to be 0.0 percent, plus interest (if applicable).

Subordinated unsecured claims for fines, penalties, forfeitures or damages and claims ordered subordinated by the Court are as follows:

Claim No	Claimant	Allowed Amount of Claim	Interim Payments to Date	Proposed Payment
None				

Total to be paid for subordinated claims: \$ 0.00

Remaining balance: \$ 0.00